

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1427181

OMB APPROVAL	
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Prefix	Serial
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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

CATALYST ENERGY 2007-1 LIMITED PARTNERSHIP

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

PROCESSED

SEC FEB 21 2008
Mail Processing Section THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

CATALYST ENERGY 2007-1 LTD PARTNERSHIP

Address of Executive Offices (Number and Street, City, State, Zip Code)

800 Cranberry Woods Drive, Suite 290, Cranberry Township, PA 16066

Telephone Number (Including Area Code)

724-779-9040 101

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Development and operation of oil and gas wells

Type of Business Organization

☐ corporation ☒ limited partnership, already formed ☐ other (please specify)
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 07 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:)

CN for Canada; FN for other foreign jurisdiction) PA

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

CATALYST ENERGY, INC.

Business or Residence Address (Number and Street, City, State, Zip Code)

800 Cranberry Woods Drive, Suite 290, Cranberry Township, PA 16066

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

Rodgers, Paul Ryan

Business or Residence Address (Number and Street, City, State, Zip Code)

120 Shangri Lane, Pittsburgh, PA 15237

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

Rodgers, William

Business or Residence Address (Number and Street, City, State, Zip Code)

415 Woodland Road, Sewickley, PA 15143

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Jones, Douglas Edward

Business or Residence Address (Number and Street, City, State, Zip Code)

800 Cranberry Woods Drive, Suite 290, Cranberry Township, PA 16066

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SEE ATTACHED LIST OF GENERAL PARTNERS

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

The name and business address of each general partner of the partnership is:

<u>Name of General Partner</u>	<u>Address</u>
Gail & Mary Baughman	103 Canterbury Lane McMurray, PA 15317
Llewellyn Bigelow Revocable Trust	423 South Lee Street Alexandria, VA 22314
Ernest Brandt Revocable Trust	43 Noyes Road Londonderry, NH 03053
Catalyst Energy, Inc.	800 Cranberry Woods Drive, Suite 290 Cranberry Township, PA 16066
Mary & Robert Cherba	4909 N. Via Serenidad Tucson, AZ 85718
Ann Chew Trust FBO Janet Frank	4001 Office Court Drive #1000 Santa Fe, NM 87507
Phillip Damiani	129 Southridge Drive Cranberry Township, PA 16066
William & Loraine Day	5850 Meridan Road Gibsonia, PA 15044
Hughes Delaforcade Rev. Trust	28 Bennet Street Manchester, MA 01944
Bernadette Fazio	5076 Meadow Ridge Lane Gibsonia, PA 15044
Frank & Katherine Griffith Living Trust	5060 Golder Ranch Tucson, AZ 85739
George Hathaway	4091 Manor Oaks Court Export, PA 15632
Mary Lee Hembree Living Trust	1859 Mt. Lebanon Road Pauline, SC 29374
Danny & Peggy Hinson	1130 Highway 11 Landrum, SC 29356

<u>Name of General Partner</u>	<u>Address</u>
Christopher & Christy Jansen	45 Southlake Lane McDonough, GA 30252
Shepard Lee	6 Phantom Farm Road Cape Elizabeth, ME 04107
Alvin & Betty Lighthiser	504 S. Oliver Avenue Zelienople, PA 16063
John F. Mara Revocable Trust	327 Springs Road Bedford, MA 01730
John McClymonds	3214 Unionville Road Cranberry Township, PA 16066
Roger F. Meyer	2139 Blairmont Drive Pittsburgh, PA 15241
Montier Securities, LLC	9 Washington Street Manchester, MA 01944
Nancy Noto	4255 Preserve Place Palm Harbor, FL 34685
Janet O'Malley	125 Oak Glen Road Pittsburgh, PA 15237
William Rodgers, Jr.	415 Woodland Road Sewickley, PA 15143
Christopher & Amy Ruberg	12 Callery Pear Drive Batesville, IN 47006
Dustin Schneider	2020 N. Lincoln Parkway W. Apt. 32E Chicago, IL 60614
David & Ann Sheehy	135 Briarwood Lane Cranberry Township, PA 16066
John B. Sherrell	4332 Agnes Avenue Studio City, CA 91604
Charles & Helen Silva	39 Ships Way Road Provincetown, MA 02657

Name of General PartnerAddress

Stan & Donna Spackeen

6761 N. Camino Abbey
Tucson, AZ 85718

Paul Spitzberg

302 Heights Lane
Tenafly, NJ 07670

Carl Strutz

122 Camp Trees Road
Mars, PA 16046

Leon Sunstein Trust

1617 JFK Boulevard, Suite 1220
Philadelphia, PA 19103

Gene & Thomas Thompson

1630 Championship Boulevard
Franklin, TN 37064

James Walesa Living Trust

1460 Renaissance Drive, #212
Park Ridge, IL 60068

Michael Ward

5594 Marion Waldo Road
Marion, OH 43302

T. Hunger West Living Trust

9 Spanish Oak Drive
Greenville, SC 29615

Lex Winans

1 Highmeadow Road
Pittsburgh, PA 15215

John Yetzer

3103 N. Valley Ranch Drive
Tucson, AZ 85712

William & Theresa Zinkhan

657 Grandview Avenue
Avalon, PA 15202

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☒ Yes ☐ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ _____
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Stonegate Partners, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

401 Edgewater Place, Suite 120, Wakefield, MA 01880

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☒ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Triad Advisors, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

5185 Peachtree Parkway, Suite 280, Norcross, GA 30092

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☒ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0.00	\$ 0.00
Equity	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0.00	\$ 0.00
Partnership Interests	\$ 3,815,100.00	\$ 3,815,100.00
Other (Specify _____)	\$ 0.00	\$ 0.00
Total	\$ 3,815,100.00	\$ 3,815,100.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	44	\$ 3,733,100.00
Non-accredited Investors	2	\$ 82,000.00
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____
Total		\$ 0.00

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ 0.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$ 3,815,100.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$ 3,815,100.00
Other (specify):	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 3,815,100.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 3,815,100.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) CATALYST ENERGY 2007-1 LTD PARTNERSHIP	Signature 	Date 12/28/2007
Name of Signer (Print or Type) William Rodgers, Jr.	Title of Signer (Print or Type) President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)


E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ☐ Yes ☒ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) CATALYST ENERGY 2007-1 LTD PARTNERSHIP	Signature 	Date 12/28/2007
Name (Print or Type) William Rodgers, Jr.	Title (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		x	\$ 130,532.00	4	\$130,532.00	0	\$0.00		x
AR									
CA		x	\$ 100,000.00	1	\$100,000.00	0	\$0.00		x
CO									
CT									
DE									
DC									
FL		x	\$ 50,000.00	1	\$50,000.00	0	\$0.00		x
GA		x	\$ 75,000.00	1	\$75,000.00	0	\$0.00		x
HI									
ID									
IL		x	\$1,250,000.00	3	\$1,250,000.00	0	\$0.00		x
IN		x	\$ 50,000.00	1	\$50,000.00	0	\$0.00		x
IA									
KS									
KY									
LA									
ME		x	\$ 100,000.00	1	\$100,000.00	0	\$0.00		x
MD									
MA		x	\$ 405,000.00	5	\$405,000.00	0	\$0.00		x
MI									
MN									
MS									

(# = Limited Partnership Interests)

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									✗
MT									
NE									
NV									
NH		✗	\$50,000.00	1	\$50,000.00	0	\$0.00		✗
NJ		✗	\$25,000.00	1	\$25,000.00	0	\$0.00		
NM		✗	\$50,000.00	1	\$50,000.00	0	\$0.00		✗
NY									
NC									✗
ND									
OH		✗	\$25,000.00	1	\$25,000.00	0	\$0.00		✗
OK									
OR									
PA	✗		\$1,271,568.00	17	\$1,189,568	2	\$82,000.00		✗
RI									
SC		✗	\$100,000.00	3	\$100,000.00	0	\$0.00		✗
SD									
TN		✗	\$25,000.00	1	\$25,000.00	0	\$0.00		✗
TX									
UT									
VT									
VA		✗	\$108,000.00	2	\$108,000.00	0	\$0.00		✗
WA									
WV									
WI									

(# = Limited Partnership Interests)

APPENDIX

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>
PR	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>

END